

**THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>W.R. GRACE &amp; CO., <u>et al.</u>,</b>	)	<b>Case No. 01-01139 (JKF)</b>
	)	
<b>Debtors.</b>	)	<b>(Jointly Administered)</b>
	)	<b>Objection Date: December __, 2004</b>
	)	<b>Hearing Date: January __, 2004 at</b>
		<b>12:00 p.m.</b>

**ORDER GRANTING EIGHTH QUARTERLY INTERIM APPLICATION OF CIBC  
WORLD MARKETS CORP. FOR COMPENSATION AND FOR REIMBURSEMENT OF  
EXPENSES FOR JANUARY 1, 2006 THROUGH JANUARY 31, 2006**

CIBC World Markets Corp. ("CIBC"), as financial advisor to the captioned debtors and debtors-in-possession (the "Debtors"), filed its Eighth Quarterly Interim Application for allowance of compensation and reimbursement of expenses for January 1, 2006 through January 31, 2006 (the "Eighth Quarterly Application"). The Court has reviewed the Eighth Quarterly Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. Sections 157 and 1334; and (b) notice of the Eighth Quarterly Application, and any hearing on the Eighth Quarterly Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Eighth Quarterly Application. Accordingly, it is hereby ORDERED that the Eighth Quarterly Application of CIBC is GRANTED on an interim basis. The Debtors shall pay to CIBC the sum of \$25,000.00 as compensation and \$1,924.06 as reimbursement for expenses for a total of \$26,924.06 for services rendered and disbursements incurred by CIBC for the period January 1, 2006 through January 31, 2006, less any amounts which may have been previously paid in connection with the monthly fee applications.

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States Bankruptcy Judge